

B1 (Official Form 1)(04/13)

United States Bankruptcy Court District of New Jersey		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Passaic Healthcare Services, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA Allcare Medical		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 27-1447794		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 4470 Bordentown Avenue Sayreville, NJ <div style="text-align: right;">ZIP Code 08872</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Middlesex		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): 125 Newburn Road, Suite 300 Plainview, NY <div style="text-align: right;">ZIP Code 11803</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

B1 (Official Form 1)(04/13)

Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Passaic Healthcare Services, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B1 (Official Form 1)(04/13)

Page 3

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Passaic Healthcare Services, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Joseph J. DiPasquale
Signature of Attorney for Debtor(s)

Joseph J. DiPasquale
Printed Name of Attorney for Debtor(s)

Trenk, DiPasquale, Della Fera & Sodono, P.C.
Firm Name
347 Mount Pleasant Avenue
Suite 300
West Orange, NJ 07052

Address

973-243-8600 Fax: 973-243-8677

Telephone Number

December 31, 2014

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Winthrop Hayes
Signature of Authorized Individual

Winthrop Hayes

Printed Name of Authorized Individual

President

Title of Authorized Individual

December 31, 2014

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of New Jersey

In re Passaic Healthcare Services, LLC d/b/a Allcare Medical

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
McKesson Medical Surgical PO Box 630693 Cincinnati, OH 45263-0693	Terri McKesson Medical Surgical PO Box 630693 Cincinnati, OH 45263-0693 terri.duncan@mckesson.com	Trade Debt		4,380,132.46
Lerner, Richard 2333 Morris Avenue, Ste. C210 Union, NJ 07083	Lerner, Richard 2333 Morris Avenue, Ste. C210 Union, NJ 07083 877-678-4101 x105 E-mail: rlerner@allcareoandp.com	Subordinated Seller Debt		1,928,423.00
MagnaCare Attn: Sherrill Spatz-Billing 1600 Stewart Avenue Suite 700 Westbury, NY 11590	MagnaCare Attn: Sherrill Spatz-Billing 1600 Stewart Avenue Westbury, NY 11590 516-282-8000	Employee Medical Claims		666,303.70
Drive Medical Design & Manufacturing Attn: Mike Kelly 99 Seaview Boulevard Port Washington, NY 11050	Mike Kelly Drive Medical Design & Manufacturing 99 Seaview Boulevard Port Washington, NY 11050 516-998-4600 Fax: 516-998-4601	Trade Debt		423,596.91
Abrams Fensterman Fensterman LLP 1111 Marcus Avenue Suite 107 Lake Success, NY 11042	Neil Kaufman Abrams Fensterman Fensterman LLP 1111 Marcus Avenue Suite 107 Lake Success, NY 11042 516-328-2300 Fax: 516-328-6638	Legal Fees		366,410.69

B4 (Official Form 4) (12/07) - Cont.

In re Passaic Healthcare Services, LLC

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Respironics PO Box 405740 Atlanta, GA 30384	Angela Respironics PO Box 405740 Atlanta, GA 30384 724-387-5237 Fax: 724-387-5009	Trade Debt		351,763.72
Invacare Corporation PO Box 824056 Philadelphia, PA 19182-4056	Tonya Murphy Invacare Corporation PO Box 824056 Philadelphia, PA 19182-4056 800-221-1559 x3941 Fax: 866-762-7255	Trade Debt		344,831.08
Independence Medical NJ 01 Attn: Accounting 1810 Summit Commerce Park Twinsburg, OH 44087	Amanda Independence Medical NJ 01 Attn: Accounting 1810 Summit Commerce Park Twinsburg, OH 44087 330-963-7208	Trade Debt		315,796.12
Resmed Corp. PO Box 534593 Atlanta, GA 30353-4593	Kim Resmed Corp. PO Box 534593 Atlanta, GA 30353-4593 800-424-0737 Fax: 858-836-5511	Trade Debt		274,425.60
A1 International 2226 Morris Avenue Union, NJ 07083	Barbara Knapp A1 International 2226 Morris Avenue Union, NJ 07083 908-851-2288 E-mail: bknapp@aoneonline.com	Trade Debt		274,407.93
Premier Courier Service 410 - 412 8th Avenue Third Floor New York, NY 10001	Rich Premier Courier Service 410 - 412 8th Avenue Third Floor New York, NY 10001 212-684-0901 Fax: 212-684-0905	Trade Debt		187,631.16
AIG 22427 Network Place Chicago, IL 60693	AIG 22427 Network Place Chicago, IL 60693 800-645-2259	Trade Debt		154,431.00

B4 (Official Form 4) (12/07) - Cont.

In re Passaic Healthcare Services, LLC

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Medix Staffing Solutions 55 West 22nd Street Suite 230 Lombard, IL 60148	Medix Staffing Solutions 55 West 22nd Street Suite 230 Lombard, IL 60148 630-725-9050 Fax: 630-725-9050	Trade Debt		137,806.50
Medline Industries, Inc. PO Box 382075 Pittsburgh, PA 15251-8076	Pam Tyler Medline Industries, Inc. PO Box 382075 Pittsburgh, PA 15251-8076 847-643-4973 Fax: 847-837-2755	Trade Debt		134,476.85
Linde Gas North America 24963 Network Place Chicago, IL 60673-1249	Lisa Linde Gas North America 24963 Network Place Chicago, IL 60673-1249 908-508-2447	Trade Debt		132,052.96
Select Express & Logistics PO Box 2671 New York, NY 10108	Errol Select Express & Logistics PO Box 2671 New York, NY 10108 212-947-4114 Fax: 212-714-2422	Trade Debt		122,880.33
Rolling Hills Properties LLC 5 Ariel Way, Suite 100 Syosset, NY 11791	Janet/Bob/Anton/Artie Rolling Hills Properties LLC 5 Ariel Way, Suite 100 Syosset, NY 11791 516-942-8500 Fax: 516-942-8506	Trade Debt		99,421.74
Probasics/PMI PO Box 534996 Atlanta, GA 30353-4996	Probasics/PMI PO Box 534996 Atlanta, GA 30353-4996 732-683-1900	Trade Debt		99,253.76
Brightree LLC PO Box 101513 Atlanta, GA 30392-1513	Laura Wood Brightree LLC PO Box 101513 Atlanta, GA 30392-1513 888-598-7797 Fax: 678-775-7294	Trade Debt		96,369.46

B-4 (Official Form 4) (12/07) - Cont.

In re Passaic Healthcare Services, LLC

Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
American Express PO Box 1270 Newark, NJ 07101-1270	American Express PO Box 1270 Newark, NJ 07101-1270 800-528-2122	Trade Debt		91,922.83

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date December 31, 2014

Signature /s/ Winthrop Hayes

Winthrop Hayes
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**PASSAIC HEALTHCARE SERVICES, LLC
d/b/a ALLCARE MEDICAL**

CERTIFICATE OF COMPANY RESOLUTIONS

I, Winthrop Hayes, President of Passaic Healthcare Services, LLC, d/b/a Allcare Medical, a New Jersey limited liability company (the "Company"), do hereby certify that upon requisite consent in lieu of a meeting dated December 31, 2014, and a quorum being present, the following resolutions were adopted, and said resolutions have not been modified or rescinded, and are still in full force and effect:

"WHEREAS, it is desirable and in the best interests of the Company, its creditors, employees, and other interested parties that a petition (the "Petition") be filed by the Company, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

NOW, THEREFORE, BE IT RESOLVED, that the Company is hereby authorized to file the Petition; and it is further

RESOLVED, that the Petition be, and hereby is, authorized; and it is further

RESOLVED, that Winthrop Hayes and any other person designated and authorized to act by any of the foregoing officers (each, an "Authorized Officer") are hereby authorized and empowered, in the name and on behalf of the Company, to execute and verify the Petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court (the "Bankruptcy Court") for the District of New Jersey at such time or in such other jurisdiction as the Authorized Officer executing the Petition shall determine; and it is further

RESOLVED, that the law firm of Trenk, DiPasquale, Della Fera & Sodono, P.C. is hereby employed pursuant to a general retainer as counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that any Authorized Officer be, and hereby is, authorized and empowered to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and it is further

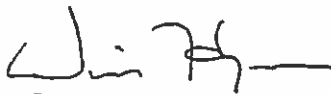
RESOLVED, that each Authorized Officer, be, and each hereby is, authorized and empowered to: (i) negotiate, enter into, execute, deliver, certify, file, and/or record,

and perform such agreements, instruments, assignments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any such officer shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the Company; and (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Company, any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such officers deem appropriate or advisable in connection therewith; and it is further

RESOLVED, that each Authorized Officer be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to execute such consents of the Company, as such Authorized Officer considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action; and it is further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer, the manager or the members in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved."

IN WITNESS WHEREOF, I have hereunto set my hand effective as of this 31st day of December, 2014.



Winthrop Hayes, President